

MARKUS WILLIAMS YOUNG & ZIMMERMANN LLC
1700 LINCOLN STREET, SUITE 4550
DENVER, CO 80203
(303) 830-0800
www.MarkusWilliams.com
TAX ID 84-1292298

November 17, 2016

Invoice No.: 94181

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.002 Restructure/Reorganization

PROFESSIONAL SERVICES:

			Hours	
10/03/2016	BTH	Email to R. Royal re status of continuance on motion re insurance proceeds (.1); Review docket to determine dates and deadlines for pending matters (.5); Email to M. Long re review of revised Schedule F (.1); Email to T. Odom re execution of non-disclosure agreement with Committee (.1); Review order continuing hearing on assumption motion (.1); Review order vacating hearing (.1); Phone conference with C. Caby re update on case progress (.3).	1.30	383.50
10/04/2016	BTH	Review pending adversary proceedings and pleadings related thereto (.7); Email to CFO/CEO re payment of interim fee application (.1); Review order vacating status conference (.1); Research re issues related to potential dismissal of case (.4).	1.30	383.50
10/05/2016	BTH	Email to J. Cotter re execution of non-disclosure agreement (.1); Review and analyze issues related to pending matters in case re eligibility of Debtor (.4); Review order on exclusivity (.1).	0.60	177.00
	RBL	Review adversary case pleadings	0.30	37.50
10/07/2016	BTH	Review and research and respond to inquiry from C. Caby re pre-petition litigation (.1); Review pleadings filed in removal adversary proceedings (.3); Provide email update to M. Long and T. Odom (.1).	0.50	147.50
10/10/2016	BTH	Review correspondence from NYX Health and forward to CEO and CFO for review (.2); Review financial data from M. Long (.2); Phone conference with R. Royal to address case (.7); Phone conference with D. Kellam to address case (.4).	1.50	442.50
10/11/2016	BTH	Phone conference with CEO/CFO to discuss collection of receivables (.4); Review monthly financials from M. Long and email questions regarding the same (.5); Email to CFO re monthly interim fee statement (.1); Email to H2C re collection of pre-petition receivables (.1); Review and summarize various pre-petition leases with District and email C. Caby regarding the same (1.2); Email to M. Long re questions with leases (.1).	2.40	708.00

			Hours	
10/12/2016	RBL	Review adversary case pleadings.	0.20	25.00
	BTH	Research and respond to email inquiry from J. Smiley re status of pending matters (.2).	0.20	59.00
10/13/2016	BTH	Phone conference with M. Long and T. Odom re documentation requests from UCC (.9); Interoffice discussion with J. Young re progress of case and document sharing with UCC (.7); Review additional asset list from M. Long (.2); Email to C. Caby re documents to be provided to UCC (.1).	1.90	560.50
10/14/2016	RBL	Review adversary case pleadings	0.20	25.00
	JFY	Review and analyze lease documents between the Debtor and the District and other related matters.	0.50	197.50
10/18/2016	BTH	Respond to creditor inquiry (Sysco) (.1); Phone conference with C. Caby (.9).	1.00	295.00
	JFY	Review and revise lease issues with District.	0.50	197.50
10/19/2016	RBL	Review adversary case pleadings.	0.20	25.00
10/20/2016	BTH	Phone conference with M. Long (.3).	0.30	88.50
10/21/2016	RBL	Review contracts re legal descriptions	0.50	62.50
10/24/2016	BTH	Prepare for attend Board meeting.	1.20	354.00
10/26/2016	RBL	Review adversary case pleadings.	0.20	25.00
	BTH	Phone conference with C. Caby (.8); Additional review and analysis of documentation from M. Long (1.5); Phone conference with T. Woznick to discuss case (.3); Prepare for and attend conference call with H2C (1.8).	4.40	1,298.00
10/27/2016	BTH	Phone conference with C. Caby to discuss case (.3); Phone conference with D. Kellam to discuss insurance issues (.3); Emails to M. Long re questions with various documents subject to UCC requests (.2).	0.80	236.00
10/31/2016	BTH	Review files in preparation for addressing upcoming matters (.7).	<u>0.70</u>	<u>206.50</u>
	TOTAL SERVICES		<u>20.70</u>	<u>5,934.50</u>

EXPENSES:

Photocopies	309.80
Online research	1,109.86
Postage	75.99
Recording fees	30.00
Conference calls	13.00
TOTAL EXPENSES Thru 10/31/2016	1,538.65
TOTAL THIS INVOICE	7,473.15

	Previous Balance	\$47,443.68
10/24/2016	Payment received	-18,654.18
11/15/2016	Payment received	-4,784.64
	Total Payments	<u>-23,438.82</u>
	TOTAL OUTSTANDING INVOICES	<u>\$31,478.01</u>

Your trust account balance is

	Opening Balance	\$228,501.20
10/19/2016	Ck #3461	48,072.88
10/24/2016	August Interim Billing Payment	-48,072.88
	PAYEE: MARKUS WILLIAMS YOUNG & ZIMMERMANN LL	
11/08/2016	Ck #3820	36,480.14
11/15/2016	September Interim Billing Payment	-36,480.14
	PAYEE: MARKUS WILLIAMS YOUNG & ZIMMERMANN LL	
	Closing Balance	\$228,501.20

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November 17, 2016

Invoice No.: 94183

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.004 Cash Collateral

PROFESSIONAL SERVICES:

			Hours
10/05/2016	BTH	Review reports for purposes of use of cash collateral (.4); Phone conference with T. Woznick to address cash collateral reports (.4); Phone conference with S. Goldstein to discuss cash collateral reports (.3).	1.10 324.50
		TOTAL SERVICES	<u>1.10</u> <u>324.50</u>
		TOTAL THIS INVOICE	324.50
		Previous Balance	\$6,609.55
10/24/2016		Payment received	-1,062.00
11/15/2016		Payment received	-4,952.50
		Total Payments	<u>-6,014.50</u>
		TOTAL OUTSTANDING INVOICES	<u><u>\$919.55</u></u>

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November 17, 2016

Invoice No.: 94185

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.007 Required Reports

PROFESSIONAL SERVICES:

			Hours	
10/24/2016	BTH	Prepare and finalize monthly operating report for September 2016.	0.90	265.50
		TOTAL SERVICES	<u>0.90</u>	<u>265.50</u>
		TOTAL THIS INVOICE		265.50
		Previous Balance		\$1,062.00
10/24/2016		Payment received		-472.00
11/15/2016		Payment received		-590.00
		Total Payments		<u>-1,062.00</u>
		TOTAL OUTSTANDING INVOICES		<u>\$265.50</u>

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Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.009 Executory Contracts

PROFESSIONAL SERVICES:

			Hours
10/12/2016	BTH	Review and reconcile leases with Hospital District (1.6); Phone conference with C. Caby re various leases with Hospital District (.5); Various email correspondence with C. Caby re leases (.3); Continue review of leases for purposes of responding to UCC (.5).	2.90
10/17/2016	BTH	Review of various leases between Debtor and Hospital District and analyze issues related thereto (3.1).	3.10
		TOTAL SERVICES	<u>6.00</u>
		TOTAL THIS INVOICE	1,770.00
		Previous Balance	\$4,996.50
10/24/2016		Payment received	-3,109.50
11/15/2016		Payment received	-1,887.00
		Total Payments	<u>-4,996.50</u>
		TOTAL OUTSTANDING INVOICES	<u>\$1,770.00</u>

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777 Avenue H
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RE: Powell Valley Healthcare, Inc.
11278.010 Creditors Committee

PROFESSIONAL SERVICES:

			Hours	
10/03/2016	BTH	Review non-disclosure agreement with Committee (.3); Review order approving employment of H2C and forward to CEO and CFO (.1); Email to S. Goldstein re notice of possible dismissal motion (.1); Email to S. Goldstein re filing amended Schedule F under seal (.1).	0.60	177.00
10/05/2016	JMS	Legal research regarding standing of creditors' committee to file motion to dismiss bankruptcy case as a litigation tactic for leverage.	2.30	713.00
	JFY	Review and analyze Unsecured Creditor Committee issues and claims asserted in regard to the District and issues concerning eligibility for bankruptcy relief related thereto.	1.40	553.00
10/10/2016	BTH	Prepare summary and responses to various requests for documents from UCC (1.3); Email summary and documents to UCC (.1); Review NDA signatures from UCC (.1).	1.50	442.50
10/11/2016	BTH	Address matters related to non-disclosure agreement with UCC (.2).	0.20	59.00
	BTH	Compile document and information requests from UCC and begin drafting response thereto (1.8).	1.80	531.00
10/12/2016	BTH	Review and analyze memorandums from UCC and Hospital District re potential claims and defenses (2.5).	2.50	737.50
10/13/2016	BTH	Complete review of documents to be provided to UCC (1.5).	1.50	442.50
10/14/2016	BTH	Review correspondence from UCC re outstanding fees and application to employ Eisner Amper (.3).	0.30	88.50
	JFY	Review and analyze various informal requests made by the Committee for information and responses thereto (.8); Review and analyze the documents to be produced to Committee (.9); Conference with Committee counsel re exchange of information issues and other case related issues (.4).	2.10	829.50

			Hours
	BTH	Address open issues in the case re Committee requests for information and matters related thereto.	1.70
10/17/2016	JMS	Research re claims made by the committee that the debtor is not authorized to file bankruptcy.	1.20
	BTH	Review and respond to UCC's Application to Employ Eisner Amper (1.5); Phone conference with S. Goldstein (.7); Review various lease agreements and forward to J. Cotter (.4).	2.60
	BTH	Review and compile various information requests from UCC and forward questions related thereto to M. Long (.6).	0.60
10/18/2016	BTH	Review various files to be provided to UCC upon execution of non-disclosure agreement (1.6); Upload various files for review by the UCC and advise the UCC accordingly (.5).	2.10
10/19/2016	JMS	Continued research re claims made by the committee that the debtor is a governmental instrumentality and not authorized to file bankruptcy.	2.60
	BTH	Phone conference with S. Goldstein and follow-up call with J. Young (.4).	0.40
	JFY	Continue to review and analyze informal discovery related issues with the Committee.	0.90
10/20/2016	BTH	Review and research inquires from UCC and prepare summary related thereto (1.3).	1.30
10/24/2016	BTH	Phone conference with S. Goldstein and discuss the same with J. Young.	0.40
	JMS	Legal research and begin drafting objection to creditor committee's application to employ financial advisor.	3.50
	JFY	Review and analyze issue re Committee's retention of financial advisor.	0.80
10/25/2016	BTH	Review various responses from M. Long to UCC requests and forward the same to S. Goldstein (.6); Email correspondence with S. Goldstein re in-person settlement meeting (.2); Review documents to be provided to UCC (1.5).	2.30
	JFY	Review and analyze information and documents being produced to Committee.	0.80
10/27/2016	JMS	Continue drafting objection to committee's application for employment of financial advisor; legal research in support of same.	2.70
	BTH	Review and compile documents responsive to UCC requests (4.2); Email to S. Goldstein re document sharing (.1).	4.30
10/31/2016	JMS	Continue drafting objection to employment of EisnerAmper by creditors committee.	4.50
	BTH	Review email from C. Caby re document requests from UCC and respond accordingly (.2); Review modification of UCC membership (.2).	0.40
			<hr/> <u>118.00</u>

		Hours	
	TOTAL SERVICES	47.30	14,805.50
	TOTAL THIS INVOICE		14,805.50
	Previous Balance		\$2,827.00
10/24/2016	Payment received		-885.00
11/15/2016	Payment received		-1,942.00
	Total Payments		-2,827.00
	TOTAL OUTSTANDING INVOICES		<u>\$14,805.50</u>

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Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.012 Tort Litigation

PROFESSIONAL SERVICES:

			Hours
10/04/2016	JMS	Review and analysis of Court Order vacating hearing (0.2); Review tort claimant's Motion for Remand or for abstention and response of Healthtech re same (0.4); Conference with B. Hunsicker re filing a Notice of Appearance in Healthtech adversary proceedings and Debtor's position re same (0.3).	0.90
10/24/2016	BTH	Review various pleadings filed in Health Tech removal adversary proceeding.	0.80
	JMS	Review answers filed in adversary complaint re extension of automatic stay.	0.40
10/27/2016	JMS	Review Answers to Adversary Proceeding to extend the automatic stay; conference with B. Hunsicker re same.	0.50
	TOTAL SERVICES		2.60
	TOTAL THIS INVOICE		794.00
	Previous Balance		\$29,179.56
10/24/2016	Payment received		-13,637.50
11/15/2016	Payment received		-1,891.00
	Total Payments		<u>-15,528.50</u>
	TOTAL OUTSTANDING INVOICES		\$14,445.06

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RE: Powell Valley Healthcare, Inc.
11278.013 Insurance Issues

PROFESSIONAL SERVICES:

			Hours	
10/04/2016	BTH	Phone conference with counsel for Lexington insurance (.3).	0.30	88.50
10/13/2016	BTH	Research and analyze issues related to denial of insurance coverage and bad faith claims (1.7).	1.70	501.50
10/28/2016	BTH	Revisit issues related to filing motion for 2004 examination against insurers (.3); Attend conference call with Lexington counsel (.2); Research issues related to insurer motion for stay relief (.5); Advise UCC on insurer motion for stay relief (.1).	1.10	324.50
10/31/2016	BTH	Review and finalize motion and proposed order for 2004 examination of insurance companies (2.4); Email to CEO re approval to file 2004 motion (.1); Email to M. Davis re termination of standstill (.1); Review motion for relief from stay filed by insurers and research matters related thereto (1.9).	4.50	1,327.50
		TOTAL SERVICES	<u>7.60</u>	<u>2,242.00</u>
		TOTAL THIS INVOICE		2,242.00
		Previous Balance		\$8,910.57
10/24/2016		Payment received		-914.50
11/15/2016		Payment received		-903.50
		Total Payments		<u>-1,818.00</u>
		TOTAL OUTSTANDING INVOICES		<u>\$9,334.57</u>

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Invoice No.: 94191

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.014 Plan and Disclosure Statement

PROFESSIONAL SERVICES:

			Hours	
10/10/2016	JFY	Review and analyze various plan issues and settlement discussions with Committee and open issues re same and strategy for resolving.	1.20	474.00
10/13/2016	JFY	Review and analyze documents and requests made by Committee and documents to be produced by Committee in regard to plan negotiations (1.3); Review and analyze privilege issues re same (.6).	1.90	750.50
10/17/2016	BTH	Begin working on issues related to drafting of Disclosure Statement (.5).	0.50	147.50
10/19/2016	JMS	Continue drafting disclosure statement.	4.60	1,426.00
10/20/2016	JMS	Continue drafting disclosure statement.	1.70	527.00
10/24/2016	JMS	Continue drafting disclosure statement.	2.60	806.00
	JFY	Review and analyze best interest of creditor test issues and valuation issues and work with financial advisor re same (1.8); Review and analyze plan structure issue to meet and satisfy various confirmation requirements including best interest test (.7).	2.50	987.50
10/25/2016	JFY	Review and analyze Plan confirmation issues and recent case law re same (1.5); Draft various issues related to Plan and review language related thereto re confirmation requirements (1.4); Review and revise feasibility issues (.7).	3.60	1,422.00
10/26/2016	JTM	Detailed review and analysis of financial advisor draft report (1.2); Telephone conference(s) with B. Hunsicker re analysis and plan strategy (0.4); Extended discussion with financial advisor re its preliminary analysis, revenue issues, expenses and other matters (1.5).	3.10	1,317.50
	JFY	Conference with financial advisor re valuation and feasibility issues (.8); Review and analyze best interest of creditor's test under § 1129 of the Code and compliance therewith in regard to plan confirmation issues (1.1)	1.90	750.50
TOTAL SERVICES			<u>23.60</u>	<u>8,608.50</u>

11278.014 Plan and Disclosure Statement

TOTAL THIS INVOICE		8,608.50
Previous Balance		\$17,800.00
10/24/2016	Payment received	-5,180.00
11/15/2016	Payment received	-2,449.00
	Total Payments	-7,629.00
TOTAL OUTSTANDING INVOICES		<u>\$18,779.50</u>

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November 17, 2016

Invoice No.: 94192

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.015 Employment and Fee Applications

PROFESSIONAL SERVICES:

			Hours
10/07/2016	BTH	Review and revise and code time entries for monthly interim fee application (.9); Prepare and finalize documents for monthly interim fee application (1.3).	2.20
10/10/2016	BTH	Interoffice discussions re finalizing monthly interim fee application (.2).	0.20
10/12/2016	BTH	Phone conference with H2C re case update (.5).	0.50
10/13/2016	BTH	Review revised engagement letter and discuss the same with J. Young (.3).	0.30
10/19/2016	JFY	Review and analyze fee application issues and billings to Debtor in compliance with court order.	0.80
10/24/2016	BTH	Review preliminary report from H2C (1.3); Research issues related to UCC Application to Employ Eisner Amper (.6).	1.90
10/25/2016	BTH	Email correspondence with H2C re plan moving forward with case (.2); Email to US Trustee re pending employment application (.1).	0.30
	BTH	Review Application to Employ Eisner Amper and research issues related thereto (1.2); Email and phone correspondence with M. Long re open issues in the case and Application to Employ Eisner Amper (.5); Interoffice discussions re open issues in case and strategy moving forward (.9).	2.60
10/27/2016	BTH	Begin review of monthly fee summaries in preparation of drafting fee application (1.2).	1.20
10/31/2016	BTH	Research issues related to employment of Eisner Amper (1.2); Review and revise objection to retention of Eisner Amper (1.0).	2.20
		TOTAL SERVICES	<hr/> 12.20
		TOTAL THIS INVOICE	3,679.00

	Previous Balance	\$28,299.50
11/15/2016	Payment received	-15,576.00
TOTAL OUTSTANDING INVOICES		<u>\$16,402.50</u>

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November 17, 2016

Invoice No.: 94193

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.016 Automatic Stay Adversary

PROFESSIONAL SERVICES:

			Hours	
10/25/2016	BTH	Review various answers filed by defendants (.7).	0.70	206.50
10/27/2016	BTH	Additional review of answers (.4).	0.40	118.00
		TOTAL SERVICES	<u>1.10</u>	<u>324.50</u>
		TOTAL THIS INVOICE		324.50
		Previous Balance		\$1,113.50
11/15/2016		Payment received		-383.50
		TOTAL OUTSTANDING INVOICES		<u>\$1,054.50</u>

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